#### Total Francisco

2024 JUN 27 PM 4: 43 Page 98 Page 100 Paul, were you personally trying to solve this, earlier that I think you had delegated to 1 1 like work this out? 2 2 negotiate with Paul Billinger, right? 3 A Yes. I actually reached out to a colleague of 3 A Yes. I would clarify that delegated to, you 4 mine at one point and asked if we could borrow 4 know, deal with the financial part, negotiate 5 the cryptocurrency to pay him and SQRL would 5 -- delegated to negotiate within the bounds of 6 pay them back later. He actually agreed to do 6 trying to negotiate a solution to get Paul 7 that, but then was unable to because the 7 paid. 8 8 exchange on which his cryptocurrency was held You'll note that this was 30 days, 9 and, in fact, some of our cryptocurrency was • approximately 30 days from the date of the 10 10 held at one time, well, or a payment to us was original sale agreement that will trigger 11 held at one time had actually been hacked and 11 things in our system that says, hey, this needs 12 was locked from a period of time from April for 12 to get paid. 13 several weeks which, again, not Torea's fault 13 Q Right. 14 14 in any way, but we were making efforts to try Okay. Was it paid in May of 2021? 15 to find the solution. 15 A It was attempted to be. It was not though. 16 As I mentioned, I paid a 24 Ethereum 16 Our payment was refused. 17 deposit from my own personal cryptocurrency, 17 Q Okay. Tell me about that. So tell me about 18 which is not a significant reserve. I think 18 your attempt. 19 that was probably most of my cryptocurrency at 19 A So, again, there is a game of telephone going 20 the time. You know, we were trying to get it 20 on here which, hindsight is 2020, regrettable. 21 resolved. 21 But I had communicated to Amanda that, hey, 22 22 Q And who was this third-party you were reaching we've not been able to get the Ethereum. The 23 out to to borrow Ethereum from them? 23 Ethereum USD conversion has gone way up. We 24 A David Jimenez. 24 don't actually have the funds to buy that much 25 25 Q Is David Jimenez involved at all with Squirrels Ethereum. Why don't you reach out to Paul and Page 99 Page 101 or Midwest in terms of an ownership interest? 1 1 see if we can just pay him in USD, negotiate 2 2 A Yes. He's a shareholder. some USD price and get this resolved. 3 Q In which entity? 3 Because, again, internally, management 4 4 A Both. side, this has crossed 30 day payment terms 5 Q Give me one second here. 5 that are in most industries considered 6 6 customary as - in almost every industry a 7 (Plaintiff's Exhibit 9 was marked.) 7 transaction -- a payment within 30 days is 8 8 considered good faith and, you know, reasonable Q So let's look at Exhibit 9, which is an e-mail 9 terms. I understand it may not have been 10 string from May 18, 2021. 10 Paul's expectation, but internal to our 11 A Yes. 11 processes that's pretty normal. 12 Q If you can give me a second, I need to scroll 12 So I asked Amanda to reach out, highlight down. It's SQRL TOR0350 it starts. Okay. I'm 13 13 the 24 Ethereum had been paid. See if Paul 14 expanding Exhibit 9. 14 would agree to take payment in USD at the USD 15 Okay. So this is an e-mail string. So 15 value of the boards that we had agreed to try 16 take a minute and look it over. Obviously I 16 to get this resolved. 17 17 would suggest you start on the second page and Obviously I directed her to try to get 18 read them in chronological order, please. 18 that payment in U.S. dollars as the best 19 A Yes. 19 outcome of the situation and as a starting 20 Q So these are e-mails from Amanda McConnell to 20 point for trying to get that resolved. Paul Billinger, right? 21 21 Q Well, right. It would be the best outcome for 22 A Yes. 22 your company, not Torea, right, because it 23 Q Dated May 12 they start, 2021. You see that? 23 needed it in Ethereum, right? 24 A Yes. 24 A Sure. And Amanda, it does appear in that 25 Q So Amanda was the person that you mentioned 25 acknowledged that, you know, our circumstances

26 (Pages 98 - 101)

Page 102 Page 104 1 had made it un tenuous, untenable and 1 We certainly had conversations about the 2 2 inequitable I believe is the term that she matter in general and in those conversations 3 later uses, but to make that payment in 3 these various points that Amanda makes here in 4 Ethereum. It was going to cost us tremendously 4 a less than eloquent way were certainly 5 5 more and we weren't in a position where we discussed. actually could do that and so -- but having 6 Q Did you discuss the threat that's in the middle 7 7 of this e-mail? already transacted based on the purchase, we 8 needed to find a solution. 8 A It was discussed as I would say in a matter of 9 Q Well, let's break that down a little bit 9 -- let me phrase this. 10 though. 10 Amanda was particularly passionate about 11 Because you took on that risk when you 11 the dealings with Torea having been the party 12 agreed to buy the cards for Ethereum, right? 12 that was subject to all of the disagreements 13 13 A Yes. There's an argument that we took on that over the past two months and had, on a personal 14 risk. 14 basis that was not necessarily representative 15 Q Exactly. Thank you. 15 of the company, or I should say explicitly not 16 Okay. So let me ask you about this top 16 representative of the company, had certain 17 17 feelings about this transaction that led her to e-mail on 350. 18 18 Did you review this e-mail before Amanda feel and to advocate for a more aggressive 19 19 treatment of this discussion. sent it? 20 A The 350? I don't know that I reviewed this 20 Q And what is your understanding of the threat I 21 e-mail. I don't recall if I reviewed this 21 just referred to? 22 specific e-mail. 22 A I believe you're referring to the notice that 23 I certainly -- I recall some discussions 23 our contract allows boards for which hosting 24 24 around some of the points in it. I don't hasn't been paid to be repossessed by the 25 recall if I reviewed it word for word at any 25 hosting company. Page 103 Page 105 1 point. 1 Q Oh. That's a second threat. 2 Q Okay. So I want you to take a minute and Do you see the threat about the IRS? review that e-mail at the top and then I'm 3 A I do see that was in there that they were 4 going to ask you some questions. 4 referring to --5 Q I'm sorry. I cut you off again. So that's two 5 A Yes. Go ahead. 6 Q Well, give me a second here. 6 threats, right? 7 7 A No problem. MS. ZURN: Objection. 8 Q So do you approve of all of the -- do you 8 A I would not -- you know, I can't term whether 9 9 they're threats or not. They're certainly approve the content of this e-mail? MS. ZURN: Objection. You can 10 10 statements made in an adversarial tone. 11 11 Q Yes. answer. 12 A And that was a direct response to the 12 A Are you asking if I at this immediate moment adversarial responses that were reflected from 13 approve the contents of -- I'm not sure I 13 14 understand the question. 14 Mr. Billinger. My read of these e-mails is 15 that Amanda initially reached out very 15 Q Okay. So you didn't review this e-mail verbatim before it was sent out, right? 16 cordially to try to start a negotiation and she 16 17 17 A No. I don't believe so. But, again, I don't got very curt and uncooperative responses and specifically recall. 18 so this led to the last e-mail she sent here. 18 19 Q Okay. Did you talk to Amanda about what should 19 Q Okay. The e-mail is also untrue, right? 20 be put in this e-mail? 20 There's something big in there that's not true, 21 A We certainly had conversations about the 21 right? 22 various facts of the matter here. 22 MS. ZURN: Objection. 23 Q Did you talk to Amanda about -- I'm sorry, 23 A Would you be more specific as to what you're David. I do apologize. Go ahead. 24 referring to? 24 25 A No problem. 25 Q Sure.

27 (Pages 102 - 105)

Page 106 Page 108 1 So the second last line, well, third last 1 may have been in care of or in custody of the 2 line, "Further, since more than 60 days has 2 boards, but it was not necessarily in 3 lapsed since the last hosting payment was made, 3 possession of them from a title standpoint. 4 SQRL has lawful possession of the FK33 boards." 4 Q Right. 5 Do you see that? 5 Because all of those boards had already been sold to third-parties by then, right? 6 A Yes. 6 7 Q Okay. So the FK33 boards. Is that all 267 7 A Correct. 8 cards? 8 Q Okay. Because you sold the boards on April 13 9 A I don't have a way of knowing whether that was and April 15. We talked about that, right? 10 referring to all boards or not. 10 A Yeah. That is our belief from the 11 Q Well, do you see the problem with that? 11 documentation we have, that they were used to 12 A Well, let me elaborate here. There are 12 fulfill those sales. problems with that statement, but if you can 13 Q All right. So Squirrels sold boards that it 13 14 ask your specific questions, I will answer did not own, right? 15 15 A It did own them from its -- it had the 16 Q Okay. What's the first problem you notice perspective that it did own them. There was a 16 about that statement? 17 completed sale agreement and it was a matter of 17 18 A The issue that I'm aware of of that statement, 18 payment terms that was at dispute. 19 which I wouldn't say is a problem with the 19 Q So you think that Squirrels owned these cards 20 statement itself, it's a matter of fact that I 20 that it had not paid in full for? That's your 21 became aware of later and at this time I 21 testimony? 22 22 A That's a regular business transaction. If I certainly didn't realize which was that 23 Mr. Billinger had never actually signed a 23 purchased anything -- if I purchased these 24 hosting agreement with Midwest Data Company 24 boards from a vendor, I would own them the 25 that contained the terms. Even though this was 25 moment we took possession, irrespective of when Page 107 Page 109 our standard agreement with all customers, he 1 1 we made payment. 2 2 Q And then you could then sell them to a had refused to sign that agreement, unbeknownst 3 3 third-party whenever you wanted to even though to me. 4 Q Okay. What's the second problem you notice 4 you hadn't paid for them? 5 about this sentence? 5 A That's correct. Unless there was some security 6 A That's the only item that I know specific about 6 agreement barring it. 7 this sentence is that issue. 7 Q Do you consider that bad faith to sell 8 8 Q So you would agree with me that sentence that something you haven't paid in full for? starts, "Further, since more than 60 days have 9 A I mean in this case the implication was that we 10 lapsed", that the FK33 boards refers to the 10 were purchasing the Torea boards in order to 11 Torea cards, right? 11 resolve the ongoing rental situation. The 12 MS. ZURN: Objection. 12 rental situation being for the benefit of a 13 O You can answer. 13 third-party customer and the purchase being the 14 A I am not -- you know, I'm not fully sure again. 14 culmination of that rental into a transfer to 15 15 You know, this is not my e-mail. This is based that third-party customer. So the transaction 16 on points that were discussed internally. 16 made logical sense. The timing and 17 17 If I was reading that statement, I would communication matters are what has compounded 18 believe that it was referring to the Torea 18 this. 19 FK33's. 19 Q How much did you sell the Torea boards for? 20 Q Right. 20 A Again, I can't speak to the specific path of 21 21 And that statement there is not true as the Torea boards other than what we are 22 of May 18, 2021, is it? 22 believing to be the case from the 23 23 A It is -- I understand what you are asking in documentation, but I would have to find that 24 this regard. SQRL's possession of any FK33 24 purchase agreement to see exactly what the 25 boards wasn't actually a matter of course. It 25 transaction price was.

28 (Pages 106 - 109)

Page 110 And were you paid in Ethereum, U.S. dollars, Bitcoin? How where you paid for the boards?	1		Page 112
			is Mr. Maranda paid multiple Purchase
Dicollit How where you paid for the boards?	2		Agreements and multiple purchases via
I don't actually know the answer to that for	3		non-standard processes of Purchase Agreements
· ·			
that specific transaction. We certainly	4		at the same time amounting to significant
accepted payments in and they were always	5		dollar amounts, you know, multiple millions of
			dollars. And so there were some lump payments
			that were then later determined by Maranda to
* *			be applied against certain invoices or
			purchases. So I don't have that information at
			hand, but there is the possibility that we have
- · · · · · · ·			records that could trace back which exact
locate it.	į.		payment would have been encompassed here.
<del></del>	13	Q	I will respectfully ask you to try to find that
(Plaintiff's Exhibit 16 was marked.)	14		document and the documents related to the
	15		April 15 sale and when payments were received
Exhibit 16. I will attempt to scroll down to	16		for those sales.
without making everyone dizzy.	17	A	Yes.
Have you found Exhibit 16?	18		
Yes. I have Exhibit 16 in front of me.	19		(Plaintiff's Exhibit 14 was marked.)
Okay. Is this the agreement you were referring	20		
to whereby Squirrels Research Labs sold 400	21	Q	I'm going to ask you a couple questions about
cards to Michael Maranda, LLC?	22		Exhibit 14.
Yes. This appears to be that agreement dated	23	A	A Okay,
"" <del>"</del>	24		•
Did you negotiate the terms of this agreement	25	`	Do you see that?
Page 111			Page 113
with Michael Maranda?	1	A	Yes.
Yes. I would have been the primary party	2	Q	Did you help put this together?
responsible for that transaction.			Yes. I participated in it, as I would have had
And at the time you negotiated this deal, was	4		to in the construction of it.
	5	O	If you look back to page 10 of 29.
	6	`	MS. ZURN: Are you referring to
· ·			the indication by the docket entry? Are you
			referring to 21-61491, docket 1?
			MR. HEASLEY: Yes.
-		O	So do you see that? So Michael Maranda's name
* *		~	is listed as one of the members of Squirrels
			Research Labs, LLC at the bottom-right-hand
· · · · · · · · · · · · · · · · · · ·			corner of that page, right?
		Α	
- ·		V	And flipping two pages forward, page 12 of 19
-			of document number 1, Mr. Maranda's 12,000 I
			would guess membership units are listed there?
nature of Mr. Maranda's transactions and the		Q	And would there be some type of membership
lack of one to one payments corresponding to	20		agreement that was associated with him
	71		purchasing these units?
purchase orders with a high volume occurring.	21		
purchase orders with a high volume occurring.  Would you have any record of when Mr. Maranda	22		Yes. There would be.
purchase orders with a high volume occurring.  Would you have any record of when Mr. Maranda paid Squirrels for these cards?	22 23		Yes. There would be. And you said based on your recollection that
purchase orders with a high volume occurring.  Would you have any record of when Mr. Maranda	22 23 24	Q	Yes. There would be.
	enumerated in U.S. dollars, regardless of the mechanism of transfer. And those payments were also received on payment terms commensurate with B&B business.  Let's look at what I believe is one of the Purchase Agreements, so give me one second to locate it.  (Plaintiff's Exhibit 16 was marked.)  Exhibit 16. I will attempt to scroll down to without making everyone dizzy.  Have you found Exhibit 16?  Yes. I have Exhibit 16 in front of me. Okay. Is this the agreement you were referring to whereby Squirrels Research Labs sold 400 cards to Michael Maranda, LLC?  Yes. This appears to be that agreement dated April 13, 2021 that references those 400 cards. Did you negotiate the terms of this agreement  Page 111  with Michael Maranda?  Yes. I would have been the primary party responsible for that transaction.  And at the time you negotiated this deal, was Michael Maranda a member of Squirrels?  No, he was not. I do not believe so.	enumerated in U.S. dollars, regardless of the mechanism of transfer. And those payments were also received on payment terms commensurate with B&B business.  Let's look at what I believe is one of the Purchase Agreements, so give me one second to locate it.   (Plaintiff's Exhibit 16 was marked.)   Exhibit 16. I will attempt to scroll down to without making everyone dizzy.  Have you found Exhibit 16?  Yes. I have Exhibit 16 in front of me.  Okay. Is this the agreement you were referring to whereby Squirrels Research Labs sold 400 cards to Michael Maranda, LLC?  Yes. This appears to be that agreement dated April 13, 2021 that references those 400 cards.  Did you negotiate the terms of this agreement  with Michael Maranda?  Yes. I would have been the primary party responsible for that transaction.  And at the time you negotiated this deal, was Michael Maranda a member of Squirrels?  No, he was not. I do not believe so.  When did Michael Maranda become a member of Squirrels?  I believe that was in May of 2021.  Very good.  And so on page 3 of that agreement it says that the cards were sold for \$1,000 per unit?  That is correct.  Did Mr. Maranda pay for those cards immediately?  I don't believe so. This speaks to the	enumerated in U.S. dollars, regardless of the mechanism of transfer. And those payments were also received on payment terms commensurate with B&B business.  Let's look at what I believe is one of the Purchase Agreements, so give me one second to locate it.  (Plaintiff's Exhibit 16 was marked.)  Exhibit 16. I will attempt to scroll down to without making everyone dizzy.  Have you found Exhibit 16?  Yes. I have Exhibit 16 in front of me. Okay. Is this the agreement you were referring to whereby Squirrels Research Labs sold 400 cards to Michael Maranda, LLC?  Yes. This appears to be that agreement dated April 13, 2021 that references those 400 cards. Did you negotiate the terms of this agreement  Page 111  with Michael Maranda?  Yes. I would have been the primary party responsible for that transaction.  And at the time you negotiated this deal, was Michael Maranda a member of Squirrels?  No, he was not. I do not believe so.  When did Michael Maranda become a member of Squirrels? I believe that was in May of 2021.  Very good.  And so on page 3 of that agreement it says that the cards were sold for \$1,000 per unit?  That is correct.  Did Mr. Maranda pay for those cards immediately? I don't believe so. This speaks to the

29 (Pages 110 - 113)

Page 114 Page 116 "Transfer of HAAS CNC machine to Debtor's units in either two or three transactions. 1 2 Q And how do you recall that date? It seems 2 President", which I think is you, right? 3 pretty specific that you would remember May of 3 A Yes. 4 4 Q Can you tell me about this? 5 A Well, certainly I've had to review the history 5 A Yes. So on that date, July 13, 2020, I had of memberships relative to all of the expenses. We had done a large build-out within 6 6 7 7 bankruptcy proceedings and documents, so that's Squirrels Research Labs in the first -- let's 8 generally why I recall that date. 8 just say first half of 2020. And during that 9 9 build-out there were regular, reimbursable 10 (Plaintiff's Exhibit 22 was marked.) 10 expenses that I incurred for equipment or 11 11 supplies on behalf of the company. 12 Q Let's look at Exhibit 22, which I'm not sure if 12 And at that point in July, I needed those I printed an extra page, but the second page of reimbursements paid and I elected to take 13 13 14 that document for sure it appears is the 14 payment in the form of the CNC machine that the 15 Squirrels Plan of Liquidation dated 15 SQRL had for heat sink and thermal prototyping 16 February 21, 2022. 16 in lieu of a cash payment, which was to the 17 Do you see the second page of that 17 benefit of the company and not challenging its 18 cash at that time and obtaining a premium for 18 19 A Yes. So can I confirm that the first page 19 the machine. 20 present on this exhibit, the Berkshire Bank as 20 Q How did you go about determining the \$31,000 21 documented is unrelated and a clerical --21 figure? 22 Q It is. I'm not even sure -- we will pull that 22 A I believe it was the exact amount that SQRL had 23 out and discard it. It's a public document, so purchased the machine for earlier in the year. 24 I'm not too concerned, but it's definitely not 24 Q So it didn't take into account any depreciation 25 part of this exhibit and I apologize for the 25 or anything related to that machine? Page 115 Page 117 1 1 A No. I mean upon looking at this only, because 2 A No problem. I just wanted to make sure it was I've recently looked at this transaction, there 2 not a matter I needed to be familiar with. 3 may have been a \$600 difference. And I'm not 4 Q Thank you for that and I do apologize to 4 sure whether that difference is an incorrect 5 5 everyone. value here in the plan or the difference is 6 So page 2 of Exhibit 22 is the plan. 6 reflected in my transfer versus the purchase, 7 7 Have you reviewed this plan prior to it being but I do know that there's a 31,600 value that 8 filed? I don't want to know what you talked 8 was present at one point, but there was no 9 9 about with your counsel, but did you review it explicit conclusion of any depreciation or 10 before it was filed? 10 other documents. This was meant to be a 11 A Yes. I've certainly reviewed this plan in 11 concession to the company to help the company's 12 depth as I've got my signature either on it or 12 cash flow. 13 related to it. 13 Q Let me ask you about item D which starts with, 14 Q Okay. If you can turn to page 8 of 26? 14 "Debtor is evaluating." 15 MS. ZURN: It's not a complete 15 A Yes. 16 copy of the plan, correct? 16 Q Have you had an opportunity to read through 17 MR. HEASLEY: Correct. 17 that like today, like as we sit here? I don't 18 Q Do you see page 8, sir? 18 want to rush you. 19 A Yes. 19 A Yes, I'm familiar with this clause and 20 Q Item C? 20 statement. 21 A Yes. 21 O What does this refer to? 22 Q Can you explain that to me? 22 A Certainly in reviewing as the Debtor and the 23 23 A So for clarification, can you read the first liquidating debtor proposed in this plan, my five words or so so I know which section? 24 24 job is to maximize the recovery for all of the 25 25 Q Very good. creditors in this case and I take that

30 (Pages 114 - 117)

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#### Page 120 Page 118 1 seriously. And within regards to that, I 1 Q Okay. Well, let's be real specific then about 2 reviewed many, many transactions going back on this since you're referring back to Exhibit 1. 3 the one year, two year, four year as well as 3 Let's look at the July 23, 2020 deal. 4 the 90-day time periods that I've come to 4 So who was the third-party that set this 5 5 up? understand relate to the bankruptcy, and one of 6 the items we've looked at is whether any 6 A The July 23, 2020 deal, Greg Almeda was the 7 party that made that introduction on behalf of purchases or, in this case, sales of hardware 8 occurred for less than reasonably equivalent 8 9 value. And it was noted that some of the 9 Q Greg Almeda, okay. 10 transactions to MMLC certainly have price 10 So Greg Almeda made the introduction. 11 points that could be -- you know, deserved 11 Did he do that in e-mail, Discord? How did 12 further scrutiny, as they could be lower than that come about? 12 13 reasonably equivalent value in the market for 13 A He likely did it on Discord. I believe he was 14 the hardware. still on-site in Ohio. I don't think he left 15 And then also it is blatantly apparent 15 until August of 2020. 16 that some of the Torea purchases were made in 16 Q So Greg -- I'm sorry. Go ahead. times of need of the company and were made for 17 17 A I just want to clarify that that's my 18 considerable less value than the going price of recollection. I don't specifically remember 18 19 that hardware. And so we've noted here that 19 exactly when he was on-site. 20 those certainly have to be looked at, 20 Q Okay. So Greg Almeda brokers this deal and 21 Q Okay. So blatantly obvious. That's pretty 21 says that Paul Billinger wants to buy 30 of 22 strong words, so let's talk about that. 22 these cards, right? 23 23 A Yeah. 30 of the boxes. So, first of all, which transactions are 24 you referring to of Torea? 24 Q 30 of the boxes. Fine. 25 A I would refer to the transactions in which And then he brokers this deal and says he 25 Page 121 Page 119 April -- I believe Exhibit 1 represents 1 wants to buy these for this amount. Then at 1 2 2

April 16 of 2020 has an interesting rate. And, 3 further, in July of 2020 has the same rate. 4 That rate of \$2,000 per 5 FK complete 5 mining box, you can note that that price, 6 basically 2,000 divided by 5, would come to 7 I believe \$400 per board. These boards 8 regularly were initially released at over 9 \$2,000 and regularly sold and regularly traded 10 on the secondhand market right now for as much 11 as \$1,500. These were sold at a substantial 12 discount out of cash flow needs on Squirrels 13 Research Labs' side. 14 Q Okay. So what happened? 15 A In those transactions -- those transactions, I

16 will say, actually neither of those 17 transactions was negotiated by me. They were

18 negotiated on SQRL's behalf by different

19 parties who I had been in communication with

20 about whether anyone wanted to buy any boards

21 because we needed to sell some hardware that we

22 had or were operating in order to generate cash

23 flow. In both cases the third-parties brought

24 Torea to the table who was always happy to 25 scoop up a deal.

that point Squirrels can either take that deal

3 or say we want more, right?

4 A Correct. We certainly would have asked for

5 more initially and certainly likely, again, I

6 don't recall the specifics at this time, likely

7 would have involved some amount of negotiation 8 to get to this price point.

9 Q Okay. I keep interrupting you so I was making 10 sure that you're done.

11 So there was some negotiation back and 12 forth specifically related to these boxes. Do 13 you recall the details of the negotiations?

14 A I'm afraid that I don't.

15 Q But at some point Squirrels had to agree to 16 sell these boxes for that price, right?

17 A Yes. Certainly we at some point agreed to 18 these sales.

19 Q So if Squirrels decided to sell boxes to Paul

20 Billinger for blatantly below market value,

21 that would be Squirrels problem, right?

22 A I'm not a bankruptcy attorney, so I can't speak 23

to that.

24 Q Well, you said blatantly obvious that it was 25 below market value. So -- go ahead.

31 (Pages 118 - 121)

Page 122 Page 124 1 A Sorry. I apologize for interrupting you. 1 Q And that's fine. 2 Q Please, go ahead. 2 And let me just remind you and, please, 3 A Yes. In a historical view, those boards were 3 I beg of you, do not tell me anything you were sold at a value that was not commensurate with 4 advised when you talked to your lawyers. I 5 the normal sale value of that hardware at any 5 don't want to know anything about that. And 6 other point in the business. You know, it was 6 you're doing great. I'm just letting you know 7 certainly a sale that was done in a time where 7 as a courtesy. I don't want to know anything 8 8 cash flow was urgently required and done under about that. 9 9 some level of duress. To round out this line of questioning, 10 Q I'm sorry. You said this was not a time that 10 you mentioned the July 23, 2020 transaction 11 you were under duress or you were? that we just talked about. Were there other 11 12 A It was done at a time that was under some level 12 transactions? I think you may have alluded to 13 of cash flow duress. 13 other transactions that you looked at. 14 Q Okay. And it says right here on page SQRL 14 A Well, I'm looking at the very first page of 15 TOR006, there's a notation, "Paid." 15 Exhibit 1 which references an April 16, 2020 16 So Paul Billinger paid for these boxes, 16 transaction at the same rate. And I'm also 17 17 right? aware of a transaction in February of 2021, 18 A Yes. 18 although I don't have it in front of me. I 19 Q So in terms of letter D here that you're 19 don't know the purchase price or rate of that 20 20 evaluating various sales, would you talk to transaction, but I am aware that there was 21 Greg Almeda about giving you money related to 21 another Torea transaction that occurred in 22 those sales? 22 February of 2021. 23 A No. Greg Almeda was not the party involved in 23 Q And the April 2020 transaction, was that again 24 the financial transaction. He simply connected 24 during a period when Squirrels was having 25 the desired buyer or seller and buyer, I 25 financial problems? Page 123 Page 125 1 suppose. 1 A I don't actually recall the circumstances of 2 Q So in evaluating this deal you would go back to that transaction, Paul Billinger related to this deal? 3 Q What about the February 2021? Is that a period 4 A You know, I'll repeat. I am not a bankruptcy of time when Squirrels was having financial 4 5 5 attorney. issues? 6 A February 2021 I would not explicitly say that 6 Q Sure. 7 A My understanding of the situation is -- and, 7 Squirrels was having financial issues, but I again, there's no definitive statement made 8 would draw that we were working on that deal 9 here in section D. It is only for the 9 with Avnet that is referenced in some of the 10 transparent putting it in front of all 10 other documents and were working on putting 11 creditors that we are aware of transactions 11 together the capital to meet that minimal order 12 that are outside of the normal value for 12 requirement. 13 hardware that involve these two parties in our 13 MR. HEASLEY: Okay. I would like 14 review of records. And because we want to be 14 to take another break, probably about ten 15 transparent to all creditors who are also 15 minutes this time and then when we'll 16 reviewing these transactions and are also 16 reconvene. 17 17 coming to us and asking for these details that, (Recess taken.) 18 yes, we are aware of these and they are being 18 \_ \_ \_ \_ \_ 19 19 evaluated. That would be the extent of my (Plaintiff's Exhibit 11 was marked.) 20 understanding. 20 21 And I certainly have been advised that we 21 Q Let's look at Exhibit 11. 22 need to evaluate them, but I am not any expert 22 Exhibit 11 is an e-mail dated June 7, 23 23 who can state as to, you know, what the 2021 from you to Paul? 24 ultimate determination of evaluating these 24 A Yes. 25 would be. 25 Q Do you see that?

32 (Pages 122 - 125)

began trying to accumulate the Ethereum. Once

it became apparently that Mr. Billinger was not

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Page 126 1 And Jeff Willis is copied. He's your 2 lawyer. I don't want to know anything about 3 that. But it talks about you depositing funds 4 into a public wallet. 5 Do you see that? 6 A Yes. 7 Q How much was deposited into the wallet? 8 A Whatever the remainder amount is, it might have been slightly more, but it was at least the 10 remainder amount of the 160.2 less the 24 that had been paid. 11 12 Q Okay. What about the late rental payments that you had agreed to pay? Are they being 13 14 accounted for there? 15 A Not in this transaction. This was specifically to resolve the board purchase. 17 Q Are those funds still parked in that account? 18 A No, they are not. 19 Q When did they come out? 20 A I don't recall the exact date, but they were 21 removed with notice to Mr. Billinger from 22 counsel. 23 Q Why were they removed? 24 A It had become two factors. One, it had become 25 apparent that Mr. Billinger was not accepting Page 127 1 the escrow payment and, as noted in this

3 accepting payment in USDT, we did try to begin 4 accumulating Ethereum, and we had different 5 mechanisms of doing that. Redirecting Ethereum 6 from transactions that had been purchased by 7 other customers in cryptocurrency, as well as 8 direct purchases of Ethereum. So it was a 9 variety of sources that put the full amount in 10 there. 11 Q At the time you purchased that Ethereum was the 12 U.S. dollar equivalent of Ethereum at a 13 different level than it had been previously? 14 MS. ZURN: Mr. Heasley, you 15 broke up a little bit. I'm sorry. Could you 16 say that again. 17 MR. HEASLEY: Very good. 18 Q So at the time -- you mentioned purchasing 19 Ethereum. At the time you purchased the 20 Ethereum, was the USD equivalent lower than it 21 had previously been? 22 A You know, without having those specific figures 23 in front of me, I don't know exactly. But my 24 general impression was, yes, the price 25 fluctuates day-to-day, so it was certainly

lower than it had been at some point in the

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2 2 message, nothing about taking that payment 3 would have prevented him from having other 3 Q Okay. So could you please gather documents 4 related to those purchases of Ethereum so I claims, et cetera. 4 I don't know why he refused to take that 5 5 know how much you spent in U.S. dollars to 6 purchase that Ethereum? payment. I would have taken that payment. But 6 7 he refused to. And it became apparent he was 7 A We can attempt to do so. But, again, these are 8 fungible currencies intermixed in accounts. It going to continue to refuse to and the 8 9 9 financial circumstances of SQRL were getting may be -- without reviewing the records, I 10 10 can't say at this point whether it is possible tighter to where it would be having to determine the exact Ethereum tokens that 11 difficulties making its payment to Avnet, who 11 12 12 were moved in and whether they were -- whether SQRL fully was in belief has a global blanket there's -- you understand my meaning, but 13 security interest on all its assets, including 13 14 14 cash and cash equivalents and these whether there is a straight linear path from 15 purchase to wallet to transferring to escrow 15 cryptocurrencies. And so without making any 16 statements of the type you advised me not to 16 account or whether there are numerous 17 transactions through the Ethereum accounts with 17 make a minute ago, I will say that it was 18 expected that if we did not use the funds to 18 the fungible tokens that would make it 19 19 difficult to determine exactly which units of pay our payment to Avnet and fell into default, 20 20 that they would have been forfeited to Avnet Ethereum applied here. 21 anyway, and so the best tactical move was to 22 try to prevent a default and stay in business. 22

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21 Q Very good. If you could give it a try, I would appreciate it, because I would like to know the U.S. dollar equivalent for at least some of the Ethereum you purchased. Because you said you didn't purchase it earlier because it was

33 (Pages 126 - 129)

888-391-3376

23

24

25

23 Q So how soon before this e-mail was sent did you

25 A I would have to go look. You know, I know we

purchase the Ethereum?

24

Page 130 Page 132 1 prohibitively expensive to the point you felt 1 A Yes. This is the document I alluded to before. 2 it would be unfair for you to have to pay that. I believe internally I had called this 3 So can you give it a try and see if you can 3 allocation in production, and it was basically 4 figure out how much you had to pay for the 4 a spreadsheet to enumerate all of the various 5 Ethereum that was in this wallet? 5 transactions that were happening at the time 6 6 A Certainly. And I'm certainly aware that and supply orders for different types of chips 7 Ethereum briefly spiked to a very high dollar 7 that were happening at the time in order to 8 8 amount in the time that we had made those basically plan production and plan what 9 9 e-mails about it being prohibitively expensive additional procurement needed to happen. 10 and that that very high dollar amount was 10 Q Okay. And does this relate in any way to Torea 11 short-lived. And so certainly the -- just my 11 or a side issue with production issues? 12 historical knowledge of the Ethereum prices is 12 A This relates to Torea and it was produced 13 that Ethereum was more commensurate where it 13 explicitly because there's a note in this sheet 14 had been on a regular basis for some time and 14 which, again, it's unfortunate when you 15 at the time the sale was made in the subsequent 15 reproduce on paper, but there is a note around 16 weeks, so. 16 one of the specific orders, 400 which we had 17 MS. ZURN: I apologize. My 17 referenced prior, and that order being 18 18 daughter is calling me. I apologize. fulfilled via FK SQRL and PBI buy back, 267 19 MR. HEASLEY: Hold on. Wait a 19 less 40 sold ultimately, balance due to be 20 20 fulfilled in the next 2400 is I believe the -second. 21 Q So in terms of this wallet that's listed in 21 Q Very good. 22 Exhibit 11, that's a public wallet, right? 22 And then Exhibit 13. Can you tell me 23 A Yes. I mean all Ethereum wallets are 23 what Exhibit 13 is? 24 ostensibly public, but this wallet was created 24 A Yes. Exhibit 13 is a spreadsheet that I became 25 for the purpose of putting this cryptocurrency 25 aware of that was used by primarily Fiona for Page 133 Page 131 1 1 into it. internal tracking of hosted equipment accounts 2 2 Q So since it's a public wallet, would you be and customers. 3 able to have information on when the money went 3 Q So this is a report related to the 267 Torea in, money went out, detail of that? 4 5 A Yes. There are two counts. The 225 and the 42 5 A Yeah. Certainly anyone familiar with the Ethereum ecosystem would be able to also see 6 listed as being the Torea cards that are listed 7 7 on this document. And, then again, that's why that. 8 Q Could you please pull a report of that type for 8 it was responsive to the query. 9 me, please, to show when the money came in and 9 Q Okay. All right. So we will put together a 10 when it left? 10 list of the documents I've requested today for 11 A Yes. 11 you and Julie. I do appreciate your patience 12 Q Okay. Thank you. 12 today with some technical issues, so we will 13 13 Very quickly we are going to identify send some additional requests. 14 Exhibits 12 and 13 briefly. We're not going to 14 MR. HEASLEY: We'll adjourn the 15 go into them in any great depth today based on 15 exam for the time being and with the right to 16 a little bit of timing issues, quite frankly, 16 reopen it once we review those documents. It 17 for me as well. 17 may or may not be necessary depending on the 18 18 documents. 19 (Plaintiff's Exhibits 12 and 13 were marked.) 19 So anything further, Julie? 20 20 MS. ZURN: No. That's fine. If 21 Q So Exhibit 11, excuse me, Exhibit 12, it 21 you want to take two minutes to go over the 22 22 appears to me to be some type of printout of a documents, the additional documents that you're 23 23 asking for now, I would be happy to do that. spreadsheet. 24 Can you tell me -- look that document 24 MR. HEASLEY: I actually want to 25 over and tell me what kind of report that is? 25 review the video and my notes to be sure I have

34 (Pages 130 - 133)

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      a full list, so I don't want to rush through
 2
      it. So it's on me, not you. But I would like
 3
      to just look over my notes and we'll send you
 4
      an e-mail with detail, if that's okay.
 5
                MS. ZURN: Sure.
 6
                MR. HEASLEY: Well, thank you
 7
      again, Mr. Stanfill. I appreciate it and we'll
 8
      be in touch down the road.
 9
           (Off the record at 5:00 p.m.)
10
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                                                  Page 135
 1 THE STATE OF OHIO, ) SS:
   COUNTY OF CUYAHOGA. )
      I, Aimee N. Szinte, a Notary Public within and
 3
 4 for the State of Ohio, duly commissioned and
 5 qualified, do hereby certify that DAVID STANFILL,
 6 was first duly sworn to testify the truth, the
 7 whole truth and nothing but the truth in the cause
 8 aforesaid; that the testimony then given by him was
 9 by me reduced to stenotypy in the presence of said
10 witness, afterwards transcribed on a
11 computer/printer, and that the foregoing is a true
12 and correct transcript of the testimony so given by
13 him as aforesaid.
       I do further certify that this deposition
15 was taken at the time and place in the foregoing
16 caption specified, that I am not a relative,
17 counsel or attorney of either party, or otherwise
18 interested in the events of this action.
       IN WITNESS WHEREOF, I have hereunto set my
19
20 hand and affixed my seal of office at Cleveland,
21 Ohio an thin 6th day of Contamber, 2023.
22
            umer Szinto
23
         Aimee N. Szinte, Notary Public
         within and for the State of Ohio
24
         My Commission expires July 17, 2028.
25
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